

EXHIBIT C

UNITED STATES DISTRICT COURT
DISTRICT OF MASSACHUSETTS
CENTRAL DIVISION

DONALD P. SPEAKMAN, STEPHEN H.
WEDEL, and MARK L. ROBARE,
Individually and On Behalf of All Others
Similarly Situated,

Plaintiffs and
Counterclaim Defendants,

v.

ALLMERICA FINANCIAL LIFE INS. &
ANNUITY CO., FIRST ALLMERICA
FINANCIAL LIFE INS. CO., and
ALLMERICA FINANCIAL CORP.,

Defendants and
Counterclaim Plaintiffs.

Civil Action No. 4:04-cv-40077-FDS

**NOTICE OF SUBPOENA COMMANDING AXA LIFE AND ANNUITY COMPANY
TO PRODUCE DOCUMENTS AND TO TESTIFY BY DEPOSITION**

TO: Stephen L. Hubbard
Robert W. Biederman
Hubbard & Biederman, LLP
1717 Main Street, Suite 4700
Dallas, TX 75201

PLEASE TAKE NOTICE that, pursuant to Federal Rules of Civil Procedure 30(b)(6) and 45, and commencing at 10:00 a.m. on Thursday, August 25, 2005, at the offices of Wilmer Cutler Pickering Hale and Dorr LLP, 60 State Street, Boston, MA, defendants and counterclaim plaintiffs Allmerica Financial Life Insurance & Annuity Co., First Allmerica Life Insurance Co., and Allmerica Financial Corp. shall take the deposition by oral examination of AXA Life and Annuity Company by one or more officers, directors, or managing agents, or other persons who consent to testify on its behalf and who are most knowledgeable with respect to each of the

topics identified in the attached Schedule B.

The deposition shall be recorded by stenographic means before a Notary Public or other officer authorized by law and pursuant to the Federal Rules of Civil Procedure. The deposition will continue from day to day until completed with such adjournments as to time and place as may be necessary. A subpoena will be served upon AXA Life and Annuity Company commanding one or more persons of the company to attend the deposition.

You are invited to attend.

ALLMERICA FINANCIAL LIFE INSURANCE &
ANNUITY CO., FIRST ALLMERICA
FINANCIAL LIFE INSURANCE CO., and
ALLMERICA FINANCIAL CORP.

By their attorneys,

/s/ Eric D. Levin

Andrea J. Robinson (BBO No. 556337)
Jonathan A. Shapiro (BBO No. 567838)
Eric D. Levin (BBO No. 639717)
Brett R. Budzinski (BBO No. 655238)
Wilmer Cutler Pickering Hale and Dorr LLP
60 State Street
Boston, MA 02109
(617) 526-6000

Dated: July 27, 2005

CERTIFICATE OF SERVICE

I hereby certify that a true copy of the above document was served on this 27th day of July, 2005 by overnight mail on:

Nancy Freeman Gans
Moulton & Gans, P.C.
33 Broad Street
Boston, MA 02109-4216

Stephen L. Hubbard
Robert W. Biederman
Hubbard & Biederman, LLP
1717 Main Street, Suite 4700
Dallas, TX 75201

/s/ Eric D. Levin

Eric D. Levin

Issued by the
UNITED STATES DISTRICT COURT

DISTRICT OF

Massachusetts

Donald P. Speakman, et al.

SUBPOENA IN A CIVIL CASE

V.

Allmerica Financial Life Ins. & Annuity Co., et al.

Case Number:¹ 4:04-CV-40077-FDS

TO: AXA Life and Annuity Company c/o Commissioner of Insurance,
 Massachusetts Division of Insurance, One South Station, Boston, MA 02110
 (pursuant to Mass Gen. Laws ch. 175~~§§~~ 151(3), 154)

☐ YOU ARE COMMANDED to appear in the United States District court at the place, date, and time specified below to testify in the above case.

PLACE OF TESTIMONY

COURTROOM

DATE AND TIME

☒ YOU ARE COMMANDED to appear at the place, date, and time specified below to testify at the taking of a deposition in the above case.

PLACE OF DEPOSITION

Wilmer Cutler Pickering Hale and Dorr LLP, 60 State Street, Boston,
 MA 02109 (or other location by agreement of counsel)

DATE AND TIME

8/25/2005 10:00 am

☒ YOU ARE COMMANDED to produce and permit inspection and copying of the following documents or objects at the place, date, and time specified below (list documents or objects):

See Schedule A

PLACE

Wilmer Cutler Pickering Hale and Dorr LLP, 60 State Street, Boston, MA 02109

DATE AND TIME

8/11/2005 10:00 am

☐ YOU ARE COMMANDED to permit inspection of the following premises at the date and time specified below.

PREMISES

DATE AND TIME

Any organization not a party to this suit that is subpoenaed for the taking of a deposition shall designate one or more officers, directors, or managing agents, or other persons who consent to testify on its behalf, and may set forth, for each person designated, the matters on which the person will testify. Federal Rules of Civil Procedure, 30(b)(6).

ISSUING OFFICER'S SIGNATURE AND TITLE (INDICATE IF ATTORNEY FOR PLAINTIFF OR DEFENDANT)

DATE

*Eric D. Levin**Attorney for Defendants**7/27/05*

ISSUING OFFICER'S NAME, ADDRESS AND PHONE NUMBER

Eric D. Levin, Wilmer Cutler Pickering Hale and Dorr LLP, 60 State Street, Boston, MA 02019 (617) 526-6000

(See Rule 45, Federal Rules of Civil Procedure, Parts C & D on next page)

¹ If action is pending in district other than district of issuance, state district under case number.

PROOF OF SERVICE

DATE

PLACE

SERVED

SERVED ON (PRINT NAME)

MANNER OF SERVICE

SERVED BY (PRINT NAME)

TITLE

DECLARATION OF SERVER

I declare under penalty of perjury under the laws of the United States of America that the foregoing information contained in the Proof of Service is true and correct.

Executed on

DATE

SIGNATURE OF SERVER

ADDRESS OF SERVER

Rule 45, Federal Rules of Civil Procedure, Parts C & D:

(c) PROTECTION OF PERSONS SUBJECT TO SUBPOENAS.

(1) A party or an attorney responsible for the issuance and service of a subpoena shall take reasonable steps to avoid imposing undue burden or expense on a person subject to that subpoena. The court on behalf of which the subpoena was issued shall enforce this duty and impose upon the party or attorney in breach of this duty an appropriate sanction which may include, but is not limited to, lost earnings and reasonable attorney's fee.

(2) (A) A person commanded to produce and permit inspection and copying of designated books, papers, documents or tangible things, or inspection of premises need not appear in person at the place of production or inspection unless commanded to appear for deposition, hearing or trial.

(B) Subject to paragraph (d) (2) of this rule, a person commanded to produce and permit inspection and copying may, within 14 days after service of subpoena or before the time specified for compliance if such time is less than 14 days after service, serve upon the party or attorney designated in the subpoena written objection to inspection or copying of any or all of the designated materials or of the premises. If objection is made, the party serving the subpoena shall not be entitled to inspect and copy materials or inspect the premises except pursuant to an order of the court by which the subpoena was issued. If objection has been made, the party serving the subpoena may, upon notice to the person commanded to produce, move at any time for an order to compel the production. Such an order to compel production shall protect any person who is not a party or an officer of a party from significant expense resulting from the inspection and copying commanded.

(3) (A) On timely motion, the court by which a subpoena was issued shall quash or modify the subpoena if it

(i) fails to allow reasonable time for compliance,

(ii) requires a person who is not a party or an officer of a party to travel to a place more than 100 miles from the place where that person resides, is employed or regularly transacts business in person, except that, subject to the provisions of clause (c) (3) (B) (iii) of this rule, such a person may in order to attend

trial be commanded to travel from any such place within the state in which the trial is held, or

(iii) requires disclosure of privileged or other protected matter and no exception or waiver applies, or

(iv) subjects a person to undue burden.

(B) If a subpoena

(i) requires disclosure of a trade secret or other confidential research, development, or commercial information, or

(ii) requires disclosure of an unretained expert's opinion or information not describing specific events or occurrences in dispute and resulting from the expert's study made not at the request of any party, or

(iii) requires a person who is not a party or an officer of a party to incur substantial expense to travel more than 100 miles to attend trial, the court may, to protect a person subject to or affected by the subpoena, quash or modify the subpoena, or, if the party in whose behalf the subpoena is issued shows a substantial need for the testimony or material that cannot be otherwise met without undue hardship and assures that the person to whom the subpoena is addressed will be reasonably compensated, the court may order appearance or production only upon specified conditions.

(d) DUTIES IN RESPONDING TO SUBPOENA.

(1) A person responding to a subpoena to produce documents shall produce them as they are kept in the usual course of business or shall organize and label them to correspond with the categories in the demand.

(2) When information subject to a subpoena is withheld on a claim that it is privileged or subject to protection as trial preparation materials, the claim shall be made expressly and shall be supported by a description of the nature of the documents, communications, or things not produced that is sufficient to enable the demanding party to contest the claim.

SCHEDULE A

DEFINITIONS

1. "You" or "Your" shall mean AXA Life and Annuity Company and any of its past or present parents, subsidiaries, business segments, predecessors, affiliates, officers, directors, employees, and any other person acting or purporting to act on its behalf.
2. "Speakman" shall mean Donald P. Speakman.
3. "Wedel" shall mean Stephen H. Wedel.
4. "Robare" shall mean Mark L. Robare.
5. "Allmerica" shall mean Allmerica Financial Life Insurance & Annuity Company, First Allmerica Financial Life Insurance Company, Allmerica Financial Corp., VeraVest Investments, Inc., State Mutual Life Insurance Company of America, SMA Life Assurance Company, and SMA Equities, Inc.
6. "Document" shall have the meaning set forth in Federal Rule of Civil Procedure 34(a). A draft or non-identical copy is a separate document within the meaning of this term.
7. "Communication" shall mean the transmittal of information (in the form of facts, ideas, inquiries, or otherwise).
8. "Person" shall mean any natural person or any business, legal, or governmental entity or association.
9. "Concerning" shall mean referring to, describing, evidencing, or constituting.
10. "Action" shall mean the lawsuit entitled Donald P. Speakman, et al. v. Allmerica Financial Life Insurance & Annuity Co., et al., Civil Action No. 4:04-CV-40077-FDS pending in the United States District Court for the District of Massachusetts.
11. "NASD" shall mean the National Association of Securities Dealers.

12. "SEC" shall mean the United States Securities and Exchange Commission.

13. "Compensation" shall mean salaries, commissions, cost reimbursements, bonuses, incentives of any kind.

14. "Products" shall mean insurance policy, annuity, or other contract for the sale of securities or insurance.

INSTRUCTIONS

1. If you contend any of the Requests are ambiguous or unclear with respect to the materials sought, or that production would create an unnecessary burden or expense, please contact counsel for the parties issuing this Subpoena to address any such issues in a timely and pragmatic manner.

2. All use of language in these Requests that appears in the conjunctive form specifically includes the disjunctive form, and vice versa. All words that are used in their singular form include the plural form, and vice versa. The past tense shall be construed to include the present tense, and vice versa.

3. If any document responsive to any of these Requests is claimed to be privileged or otherwise protected from discovery, then for each such document, provide the information required by Federal Rule Civil Procedure 26(b)(5).

4. If no documents exist that are responsive to a particular Request, state that no documents exist.

5. These Requests are continuing and require supplemental response and production in accordance with the Federal Rules of Civil Procedure and the Local Rules.

TIME PERIOD

Unless otherwise specified, the time period covered by these requests is from January 1, 2001 to the present.

REQUESTS FOR DOCUMENTS

1. All documents concerning Your relationship, dealings, and transactions with Speakman, Wedel, or Robare.
2. All documents concerning or constituting any agreement, arrangement, or understanding pursuant to which Speakman, Wedel, or Robare has served as a broker, agent, salesperson, intermediary, or facilitator for the marketing, sale, or issuance of any Product issued, underwritten, sold, offered for sale, or provided by You.
3. All documents concerning Compensation of any sort paid to Speakman, Wedel, or Robare from January 1, 2001 to the present, including but not limited to documents concerning:
 - (a) the reasons why that Compensation was provided;
 - (b) when the Compensation was earned;
 - (c) when the Compensation was paid or tendered (if that date is different from the date in subparagraph (b)); and
 - (d) the basis upon which that Compensation was calculated.
4. Attachments 1, 2, and 3 hereto reflect payments from Allmerica to You in connection with Your issuance of certain Products to persons who previously owned a Product issued by Allmerica. For each such Product, please produce:
 - (a) documents sufficient to show the name of the Product, the contract/policy number (if applicable), the person to whom the Product was issued, the date of issuance, and the name of the agent;
 - (b) all advertising or other materials used to solicit the Product;
 - (c) all applications and communications relating to the sale or issuance of the Product;
 - (d) all contracts, policies, or other written instruments setting forth the terms of the Product (or to the extent such documents are not available, a copy of the form or specimen that sets forth the terms of the Product);
 - (e) all documents concerning Your review, underwriting, or analysis of the sale or issuance of the Product, including but not limited to any review of the suitability of the Product for the Person to whom it was issued and compliance with any internal policies or rules and regulations of any regulatory or governmental agency;
 - (f) all documents concerning any Compensation paid to or for the benefit of Speakman, Wedel, or Robare; and

- (g) all documents concerning any complaints or disputes of any nature concerning the Product or any Compensation paid in connection therewith.

5. All documents concerning any training or education provided to or undertaken by Speakman, Wedel, or Robare.

6. All documents concerning Speakman's, Wedel's, or Robare's prior or current relationship with Allmerica including but not limited to:

- (a) Speakman's, Wedel's, or Robare's prior employment or affiliation with Allmerica;
- (b) the termination of Speakman's, Wedel's, or Robare's prior employment or affiliation with Allmerica;
- (c) the Compensation paid by Allmerica to Speakman, Wedel, or Robare;
- (d) the marketing or sale of Allmerica products; and
- (e) the Action.

7. All documents concerning customer complaints or disputes concerning Speakman, Wedel, or Robare.

8. All documents concerning the supervision or oversight of Speakman, Wedel, or Robare pursuant to NASD Rules 2110, 2310, 3010, and 3110.

9. All documents concerning any inquiry, investigation, or request for information by the NASD, SEC, or any other state or federal regulatory or governmental agency or self-regulatory organization concerning Speakman, Wedel, or Robare (including but not limited to requests, responses, documents productions, communications, and transcripts or sworn statements).

SCHEDULE B

Topics for Examination

Please take notice that, pursuant to Federal Rules of Civil Procedure 30(b)(6), defendants and counterclaim plaintiffs Allmerica Financial Corporation, Allmerica Financial Life Insurance & Annuity Company, and First Allmerica Financial Life Insurance Company, by and through their counsel, will take a deposition upon oral examination, before a person authorized to administer oaths, of AXA Life and Annuity Company on August 25, 2005 commencing at 10:00 a.m. at Wilmer Cutler Pickering Hale and Dorr LLP, 60 State Street, Boston, MA 02109 (or other location by agreement of counsel) and continuing until completed. The testimony will be recorded by stenographic means.

In accordance with Rule 30(b)(6), AXA Life and Annuity Company shall designate and prepare one or more officers, directors, managing agents, partners, records custodians, or other persons who are most knowledgeable about and consent to testify on its behalf about:

1. The organization and maintenance of the documents sought in Schedule A.
2. AXA Life and Annuity Company's policies and procedures concerning the sale of annuities as replacements for annuities issued by other companies.
3. The transactions, events, products, and communications that are the subject of the requests for documents in Schedule A.

ATTACHMENT 1

Allmerica Contract Number	Primary Owner	Date Allmerica Paid Monies to Equitable Life	Transaction Amount	Agent
PQ00284115	Margaret Mooers	3/12/01	\$39,762	Donald Speakman
PN00450900	Thomas Loughran	9/28/04	\$84,572	Donald Speakman
PQ00451363	Patricia Loughran	9/27/04	\$123,848	Donald Speakman

ATTACHMENT 2

Allmerica Contract Number	Primary Owner	Date Allmerica Paid Monies to Equitable Life	Transaction Amount	Agent
AC10000215	Carl Petty	12/27/02	\$120,514	Stephen Wedel
PQ00073942	Robert Carroll	3/5/01	\$15,559	Stephen Wedel

ATTACHMENT 3

Allmerica Contract Number	Primary Owner	Date Allmerica Paid Monies to Equitable Life	Transaction Amount	Agent
PQ00402794	Barbara Hill	7/14/03	\$28,137	Mark Robare
PQ00480137	William Youschak	9/18/03	\$161,973	Mark Robare
PQ00105739	Donald Delany	6/26/03	\$256,360	Mark Robare
PQ00432549	Joe Mathews	7/7/03	\$355,101	Mark Robare
PQ00482322	Julianne Mathews	7/7/03	\$91,631	Mark Robare
PN00402231	William Canning	7/14/03	\$231,920	Mark Robare
PN00415698	Ann Canning	7/14/03	\$349,436	Mark Robare
PQ00436488	Jayne Ferrill	7/25/03	\$207,200	Mark Robare
PQ00427417	Irajean Gilchrest	8/7/03	\$88,100	Mark Robare
PQ00470451	Judy Goeppinger	9/17/03	\$32,602	Mark Robare
PQ00459257	Thomas Loftus III	9/22/03	\$674,677	Mark Robare
PQ00081715	William Murray	9/25/03	\$266,515	Mark Robare
PQ00435111	Edmund Spisak	9/26/03	\$138,405	Mark Robare
PQ00435116	Phyllis Spisak	9/26/03	\$40,871	Mark Robare
PN00434784	Bobbie Byrnes	10/8/03	\$24,845	Mark Robare
PQ00455576	Richard Stauffacher	10/8/03	\$231,018	Mark Robare
PQ00455090	Cecil Homer	10/21/03	\$344,793	Mark Robare
PQ00471938	Max Cummings	11/14/03	\$234,892	Mark Robare

ATTACHMENT 3

PQ00450220	William Gulihur	11/26/03	\$227,629	Mark Robare
PN00420781	Roberta Crawford	12/19/03	\$187,258	Mark Robare
PQ00452124	Jeanette Kendrick	7/11/03	\$375,038	Mark Robare
PN00434635	Kirsten Fanker	6/30/03	\$11,258	Mark Robare
PQ00402232	William Canning	7/14/03	\$270,362	Mark Robare
PN00450980	Kathy Quoyeser	7/29/03	\$167,995	Mark Robare
PQ00454066	Larry Bodenhamer	7/29/03	\$240,321	Mark Robare
PQ00461636	Kathy Quoyeser	7/29/03	\$259,050	Mark Robare
PQ00416890	Douglas McInnis	8/25/03	\$346,315	Mark Robare
PQ00450828	Frank Tipsword	9/2/03	\$144,864	Mark Robare
PQ00117845	Katherine Hornsby	9/19/03	\$15,582	Mark Robare
PQ00415046	Bob Rossi	9/19/03	\$16,498	Mark Robare
PQ00415054	James Rossi	9/19/03	\$967,673	Mark Robare
PQ00415069	J. Smith	9/19/03	\$425,816	Mark Robare
PQ0043524	Donald Howlett	9/19/03	\$523,116	Mark Robare
PN00464664	Karl Spencer	9/24/03	\$68,991	Mark Robare
PQ00445903	James Arrant	10/7/03	\$371,898	Mark Robare
PQ0045296	William Frasher	11/21/03	\$24,399	Mark Robare
PQ00459341	Jeanne Frasher	11/21/03	\$31,650	Mark Robare

ATTACHMENT 3

PN00410748	John Houser	11/25/03	\$253,145	Mark Robare
PQ00442175	John Houser	11/25/03	\$21,521	Mark Robare
PQ00454442	Eric Amundsen	12/3/03	\$275,608	Mark Robare
PQ00429504	Richard Laitinen	12/8/03	\$325,373	Mark Robare
PQ00447958	Joan Helton	10/22/03	\$232,090	Mark Robare
PQ00436649	Welton Whitley	9/24/03	\$317,065	Mark Robare
AC10000741	Bobbye Byrnes	9/22/03	\$104,505	Mark Robare
PQ00450676	H. Sawyer	6/25/03	\$741,167	Mark Robare
PN00433622	Irajean Gilchrest	8/7/03	\$71,637	Mark Robare
PN00437949	Don Gilchrest	8/7/03	\$66,042	Mark Robare
PQ00427525	Don Gilchrest	8/7/03	\$74,096	Mark Robare
PQ00483605	Don Gilchrest	8/7/03	\$189,534	Mark Robare
PQ00452970	Jerry Sides	8/18/03	\$408,789	Mark Robare
PQ00460102	Barbara Hill	8/18/03	\$80,237	Mark Robare
PN00452752	McCielllan Clark	8/28/03	\$48,539	Mark Robare
PQ00452748	McCielllan Clark	8/28/03	\$206,123	Mark Robare
PQ00452836	Donna Clark	8/28/03	\$148,386	Mark Robare
PQ00427172	Sandra Louvet	8/29/03	\$343,244	Mark Robare
PQ00427304	Richard Louvet	8/29/03	\$482,589	Mark Robare

ATTACHMENT 3

PQ00422055	Janith Vaughan	9/17/03	\$169,170	Mark Robare
PQ00484240	Mathilda Strange	9/17/03	\$144,908	Mark Robare
PN00400398	Robert Hornsby	9/19/03	\$186,955	Mark Robare
PQ00451386	Janet Robertson	9/22/03	\$12,517	Mark Robare
PN00451378	G. Robertson	9/23/03	\$307,751	Mark Robare
PQ00416050	Linda McCarthy	9/23/03	\$9,471	Mark Robare
PQ00416076	Michael McCarthy	9/23/03	\$23,416	Mark Robare
PQ00439404	Linda McCarthy	9/23/03	\$59,785	Mark Robare
PQ00464837	Norma Spencer	9/24/03	\$46,025	Mark Robare
Pq00465037	Karl Spencer	9/24/03	\$64,700	Mark Robare
PN00416079	Michael McCarthy	9/25/03	\$28,953	Mark Robare
PN00437015	Phyllis Spisak	9/26/03	\$272,972	Mark Robare
PN00445534	Howard Reagan	9/26/03	\$40,396	Mark Robare
PQ00096640	Janel Alholm	9/26/03	\$128,221	Mark Robare
PQ00445252	Howard Reagan	9/26/03	\$77,532	Mark Robare
PN00426450	William Wood	9/29/03	\$99,294	Mark Robare
PQ00402767	Robert Dement	9/29/03	\$151,871	Mark Robare
PQ00402789	Betty Dement	9/29/03	\$11,362	Mark Robare
PQ00425216	Cheryl Wood	9/29/03	\$82,722	Mark Robare

ATTACHMENT 3

PQ00425229	William Wood	9/29/03	\$90,735	Mark Robare
PQ00447153	Nancy Bickerstaff	9/30/03	\$147,404	Mark Robare
PQ00458842	Katherine Shen	10/3/03	\$123,931	Mark Robare
PN00455560	Mathilda Strange	10/6/03	\$179,610	Mark Robare
PQ00455758	Jack Ereira	10/6/03	\$137,419	Mark Robare
PN00463735	Ruth Henry	10/9/03	\$10,805	Mark Robare
PQ00456817	William Robins	10/14/03	\$227,961	Mark Robare
PQ00448662	G. Robertson	10/16/03	\$471,490	Mark Robare
PN00079268	Leonard Wolowiec	10/17/03	\$1,762,132	Mark Robare
PN00462498	Jean Solomon	10/30/03	\$55,971	Mark Robare
PQ00459447	Bill Solomon	10/30/03	\$128	Mark Robare
PQ00459448	Jean Solomon	10/30/03	\$13,396	Mark Robare
PN00105357	Joan Wolowiec	11/17/03	\$11,384	Mark Robare
PQ00450222	Francis Gurlither	11/19/03	\$45,903	Mark Robare
PN00459255	William Frasher	11/21/03	\$124,805	Mark Robare
PQ00454960	Richard Keyser	11/26/03	\$266,132	Mark Robare
PQ00425969	Ann Holland	11/28/03	\$225,347	Mark Robare
PQ00462495	Robert Keigley	11/28/03	\$118,913	Mark Robare
PQ00402797	Thomas Hill	7/24/03	\$685,698	Mark Robare

ATTACHMENT 3

AC10000683	David Calonico	8/18/03	\$270,530	Mark Robare
PQ00488335	Martin Patterson	1/6/04	\$271,721	Mark Robare
PQ00463483	Thomas Desenfants	1/29/04	\$235,649	Mark Robare
PQ00451019	John Bryan	5/6/04	\$934,573	Mark Robare
PQ00451243	Kenneth Jurica	7/9/04	\$184,213	Mark Robare